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Uncanny X-MEN
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Born with powers and abilities beyond those of normal humans, mutankind has long been hated and feared by those they sought to protect. Now, from their island nation of Utopia, Cyclops leads the most powerful group of mutants ever assembled to protect what is left of his dwindling species. Hated and feared? When you are as powerful as the Uncanny X-Men, does it matter?

Uncanny X-MEN

CYCLOPS
eye-blasting leader

EMMA FROST
telepath with diamond form

COLOSSUS
steel-skinned juggernaut

MAGIK
magic-using teleporter

NAMOR
king of Atlantis

MAGNETO
master of magnetism

DANGER
light-shaping AI

PSYLOCKE
telepathic ninja

STORM
weather witch

PREVIOUSLY

The Phoenix Force has returned to Earth and split into five parts, each one entering a different host: Cyclops, Emma Frost, Colossus, Namor and Magik. Now wielding the near limitless cosmic power of the Phoenix, they believe they can use it to make the world a better place.

Meanwhile, Mister Sinister has been building his underground city of Sinister London. He has created a race of Sinister clones, each one capable of carrying on the sentience of Sinister. But to continue to power his Creation Engines, Sinister needs the Phoenix Force and aims to place it into six clones of Madelyne Pryor.

During a meeting of the Extinction Team, Emma reveals that Hope Summers was influenced by Sinister to bring the Phoenix to him. Cyclops orders Sinister to be found and eliminated. Emma discovers his lair lies beneath Anchorage, Alaska, and upon arriving, the Phoenix Five descend into the Earth to lay siege on Sinister London.

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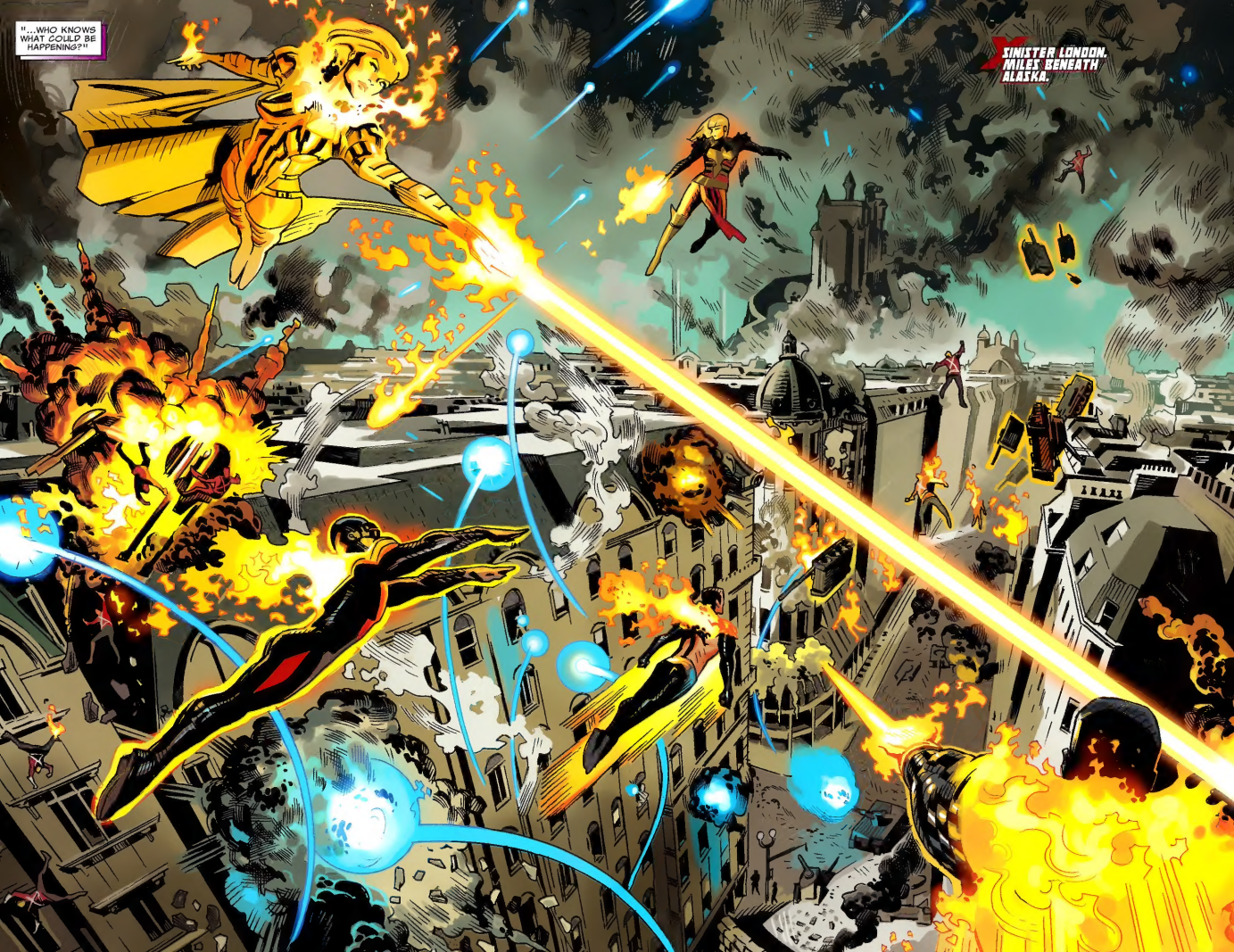
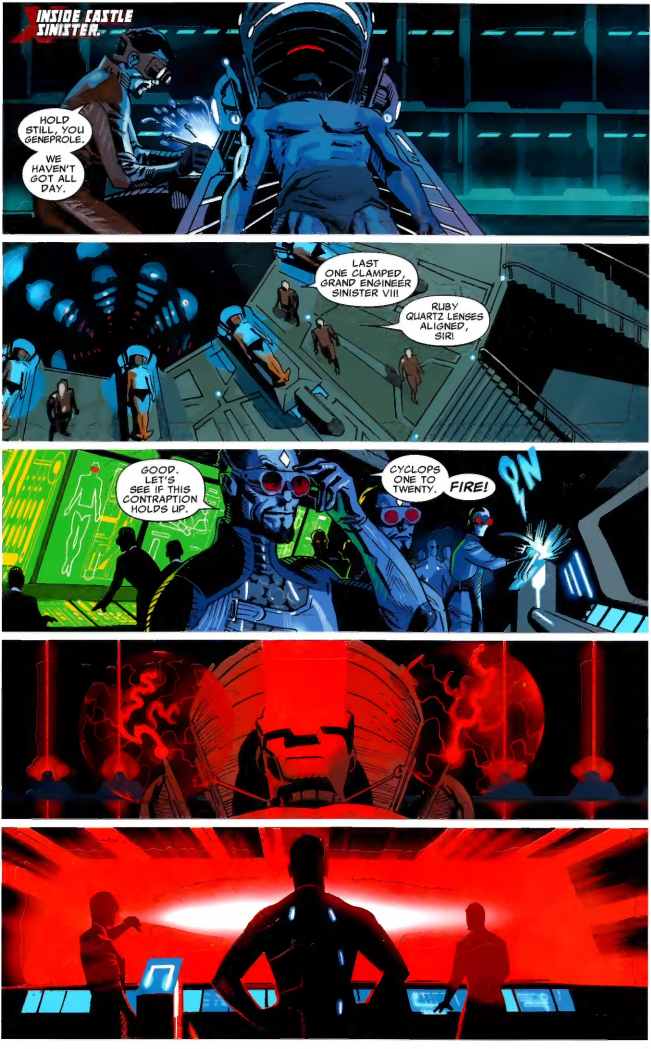
ENOUGH. WE CAN'T JUST SIT HERE.
AFTER ALL...


"...WHO KNOWS WHAT COULD BE HAPPENING?!"
SINISTER LONDON. MILES BENEATH ALASKA.


INSIDE CASTLE SINISTER.
HOLD STILL, YOU GENEPROLE.
WE HAVEN'T GOT ALL DAY.
LAST ONE CLAMPED, GRAND ENGINEER SINISTER VII!
RUBY QUARTZ LENSES ALIGNED, SIR!
GOOD. LET'S SEE IF THIS CONTRAPTION HOLDS UP.
CYCLOPS ONE TO TWENTY.
FIRE!
ON

I DO DISLIKE THIS SINISTER.
I WOULD HAVE HIM BURN.
IN TIME.
EVERYONE A WORD?
KRAK
THE MENTAL ASSEMBLY.
THANK YOU.
SINISTER PRIME WILL BE IN THE CASTLE, BUT IT'S POINTLESS TO STRIKE.
IT'S A HYDRA. WE DECAPITATE IT, A NEW PRIME EMERGES.
WE HAVE TO TAKE HIS WHOLE CIVILIZATION APART.

EMMA, PURGE THE COUNTRYSIDE.
MAGIK, CONFINEMENT. NO ONE ESCAPES.
WE TAKE THE CITY. STARTING WITH THE CREATION ENGINES.
NO MORE ENGINES, NO MORE SINISTERS.
HERE THEY COME, BOYS.
DEPLOY THE SPAWN.

THEY'RE ANNIHILATING THE MARAUDER SPAWN ON THE APPROACH TO THE ENGINES, SIRE.
WELL, I SUPPOSE SCALPHUNTER AND FRIENDS WERE NEVER THAT GOOD BY THEMSELVES.
I COULDN'T HAVE EXPECTED THEM TO FARE MUCH BETTER EN MASSE...

AREN'T YOU WORRIED, MY LORD?
NO, MADELYNE. WE'RE SAFE HERE FOR NOW. THEY KNOW KILLING ME IS POINTLESS.
THEY'LL STAY CLEAR OF OUR STRONGHOLD UNTIL THEY'VE BLED US DRY.

SWAP
SO...THE X-CHAPS WON'T COME TO THE MOUNTAIN? THE MOUNTAIN WILL JUST HAVE TO COME TO THEM...
AS YOU WISH, SIRE.

RU MBLE!

WHAT IS THAT MONSTROSITY?

IT'S A KRAKOA CLONE.
HE'S CARVED A KRAKOA INTO A CASTLE.

JUST TO SURPRISE US.
WE HAVE INFINITE POWER AND HE'S STILL SURPRISING US.
THEN WE SHOUL--
COUNTER IT.
KRAK
ANOTHER HIT ON THE ATLANTEAN.
REFLECTORS ON THE RUBY CONVERGER HOLDING.
EXCELLENT. LURE! AGGRAVATE!
SOON THEY'LL STORM THE CASTLE...
THE CASTLE IS MINE.

"...AT WHICH POINT, THERE WILL BE FIREWORKS."

MA CHÈRE!
MA CHÈRE!
MA CHÈRE!

GAMBIT?

GAMBIT LIVED ONLY FOR HIS REGULAR LA PETITE MORTE.
WITH A FEW LITTLE GENETIC TWEAKS, I GIVE HIM A GRANDE.

"PRIMED TO TAP HIS OWN ENERGY...
MA CHÈRE!
"...HE MAKES A WONDERFUL LIVING BOMB.
"MARVELOUS. AND NOW...
"...SEND IN THE SECOND WAVE."

UNACCEPTABLE.
WITHIN THE RUBY CONVERGER.
N---
KA-BOOM

THERE'S A TARGET, BOYS. CEASE COSMIC SHOT.
LOOSE CANNONBALLS.
ENOUGH.
I WILL SUFFER HIS INSULTS NO LONGER.
WAIT! I'VE SOME WEAPONIZED PHALANX-MATERIAL TO DEAL WITH, BUT THEN I'LL SUPPORT...
NO! NO MORE WAITING.

IMPERIUS REX!
AH, AT LAST.
LITTLE MAN, I WOULD HAVE YOUR BRAINS ADORN MY FISTS.
AND CEASE THAT ANNOYING GRINNING!
YOU HAVE NOTHING TO SMIRK ABOUT.

...NAMOR?
WE'VE LOST NAMOR.
EVERYONE, REPORT!
WELL, I'M PRESENTLY UNDER ATTACK FROM A FIELD OF WEAPONIZED WHEAT.
DESTROY.
IS THERE NOTHING THE VILE MAN WON'T TURN INTO A WEAPON?

NOTHING, HARLOT.
...EMMA?
THIS IS ALL GOING WRONG.
WE SHOULD RETREAT.
RETREAT AND REGROU--
MAGIK?
COLOSSUS?

MAGIK? COLOSSUS? CAN YOU HEAR ME?
HUSBAND.
A MOMENT OF YOUR TIME.
...MADELYNE.

WELL DONE, MY BRIDES!

OH, SCOTT.

MARRYING INTO WEALTH, INFLUENCE AND-- MOST OF ALL-- POWER?
IT'S A FINE ENGLISH TRADITION.

"I HIGHLY RECOMMEND IT.
"ALSO, BIGAMY."
INITIAL COMBAT ANALYSIS...
LET ME GUESS, DANGER...
..."WE HAVE A PROBLEM."
TO BE CONTINUED...

Uncanny X-Mail

write to UNCANNY X-MAIL at
officex@marvel.com
or 135 W. 50th ST
NEW YORK, NY 10020
and mark "ok to print"!

Good day to you, sir. I am Nathaniel Essex. You may know me under my favored *nom de plume* Mister Sinister. My exploits include the total defeat of the X-Men, the stealing of the power of the Phoenix itself from five substandard individuals and doing all of the above whilst sipping the finest Bordeaux known to art and science. Due to my triumph, expect this comic to be renamed THE UNCANNY MISTER SINISTER next month. However, while I explain to the editors the new order I have wrought, I will answer your letters. Yes, generosity to lesser beings is amongst my grand array of virtues. No need to thank me.

This is a plea to the X-Men to stop this madness. I'm hating this Avengers vs. X-men situation. You guys seem willing to put the earth in danger by bringing the Phoenix Force to Earth. I feel I can no longer trust people I looked up too. I read Scott's letter to humanity I know it was a lie. The Avengers didn't come because Hope was a mutant that came to save the world. That's not to say the Avengers are blameless. some "cough" Moon Knight "cough" should apologize for what they've done but don't forget this war started when Cyclops tried to kill Cap.

Austin Langley

I can understand the recent events have been terribly confusing for you. These five mutants with the powers of the celestial heavens. Do they wish you ill or do they wish you the very best? Can they be trusted with the infinite majesty of a cosmic fundamental? Are the Avengers' worries paranoia or actually in your best interests? You will be glad to hear my seizing the Phoenix has simplified matters enormously. I plan to exterminate every last one of you. So rejoice, Austin Langley. The madness you find so upsetting is over! I hope you find your elimination as amusing as I will.

Kieron,

Magneto and company sitting indian-style on the floor, talkin' X-Men: Priceless.

AJS

If I was forced to compose a list of ways that *Homo Sinister* is superior to the so-called *Homo Superior* the fact that we would *never* sit on the floor and sip bottled water would rate highly. One Sinister would *always* bring sufficient chairs for the gathering and another would bring an appropriate array of wines for the occasion.

Dear X-Men,

I hate Ben Grimm. He comes across almost as bad as Logan in this AvX battle. Nothing is worse than that rock man being arrogant and disrespectful to Namor. Does Thing not know of the legend of Namor? He is a king and should be treated as such, with royalty and respect. For shame Ben Grimm, For shame!

King Namor is knocking it out of the park lately. First, he is oozing more charm and testosterone than James Bond and Rambo combined! Second, he can sweet talk his way in with any Queen and he loves to show off. With all this charisma, Namor needs a permanent spot on the X-Men. Also, Scott needs to move the home base to Tabula Rasa...that place rocks!

I have a serious and thought provoking question. Every time Mr. Sinister appears and tries to destroy the X-Men, I always notice one thing about him. Where does this man shop for clothes? He is seriously the most dashing dude I've ever encountered. The man has fanciness seeping from his pores and glamour pumping through his veins. I bet Mr. Sinister smells of exotic fruits and well-made leathers.

Has Scott finally lost his mind? Am I the only reader who remembers the last half century? Magneto (who is looking older and older) is EVIL. Scott Summers (who is looking younger and younger) is being naive. I remember at least thirty instances off the top of my head of him trying to murder the X-Men, but somehow Cyclops is battling with Captain America (the most noble dude in history).

Daniel Belloy
Fairmont WV

Daniel! Don't move. Stay exactly where you are. I've just sent a brigade of Marauders to converge on your location and secure a blood sample. You clearly have some manner of rare gene that gifts any who possess it dazzling taste in clothes. I must have it for my collection. I simply must!

As an Atlantean it is good to see my king Namor singlehandedly save the day time and time again in Uncanny X-Men. I can only begin to imagine how honored the Phoenix Force must be that my king Namor has chosen to make use of that power. I do wonder why he agrees to help this Cyclops Summers man, but it is not my place to question my king. If he does so it is in the best interests of his followers of that I am sure. In the least I am sure that this Cyclops Summers man is very fortunate to follow the lead of my King and that he only holds such prominence in this book because my king is a humble ruler that does not wish to hold the spotlight. I look forward to seeing him make use of this Phoenix powers to better Atlantis and its people while finally establishing himself as true ruler of the earth and all its people as is his birthright. It is always joyous to see him play along with the Hope female and let her pretend to be the mutant messiah when in truth he was born to that role alone. Such humility.

Mike Neel

I'm also an admirer of the King of Atlantis, Mike. The fact he gets so jolly angry so easily was a major boon in my wresting of the Phoenix Force away from the dirty fingers of the X-Men. Lure him into the castle, have six of dearest Madelyne tear the force from him and suddenly I have a finger in the pie of cosmic majesty. And then I have the rest. And then I am the master of all creation. I'm the best. I really am the best.

I loved the story concerning what Mr. Sinister has been up to! It did what a good X-Man comic is supposed to do: Get you to respect and feel for a character then promptly kill him off to elicit an emotional response.

And the reveal that Sinister has been cloning the X-Men was so delightfully creepy! Not to mention the art was absolutely gorgeous...

Can't wait to see how the Phoenix-empowered X-Men deal with one of their oldest and most straight-up evil foes.

Keep up the good work!

Evan Moss

Oh, Evan. I was liking you too, until you got to the whole "I can't wait to see how the Phoenix Five beat him" end point. You actually thought the X-Men were going to win? When I am able – due to all those long years of studying them – able to predict their every action? Ah, you are as deluded a romantic as that anarchist Sinister I fed to my hounds.

And that's all for now. Do write if the urge strikes. Address your missives to officex@marvel.com and mark them OKAY TO PRINT. I'll be sure to respond as soon as I can be bothered. I'm expecting a lot of mail begging for your lives. Please don't bother. You're wasting your time and you're wasting my time. The former is foolish, but the second is simply unforgivable.

- Nathaniel Essex

MINUTEMEN
SCANS
MEGANUBIS